

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA**

THOMAS HODGES, HALEYRAE CANNELL,
DANIELLE BENEDICT, CHRISTOPHER
BRITTON, XE DAVIS, AND EMILY HOZA, on
behalf of themselves and all others similarly
situated,

Plaintiffs,

v.

GOODRX HOLDINGS, INC.,

Defendant.

Case No.: 1:23-cv-24127-BB

**DECLARATION OF
SCOTT M. FENWICK OF KROLL
SETTLEMENT ADMINISTRATION
LLC IN CONNECTION WITH
PRELIMINARY APPROVAL OF
CLASS ACTION SETTLEMENT**

I, Scott M. Fenwick, hereby declare:

1. I am a Senior Director of Kroll Settlement Administration LLC (“Kroll”),¹ the proposed Settlement Administrator to be appointed in the above-captioned case, whose principal office is located at 2000 Market Street, Suite 2700, Philadelphia, Pennsylvania 19103. I am over 21 years of age and am authorized to make this declaration on behalf of Kroll and myself. The following statements are based on my personal knowledge and information provided by other experienced Kroll employees working under my general supervision. This declaration is being filed in connection with preliminary approval of the Settlement.

2. Kroll has extensive experience in class action matters, having provided services in class action settlements involving antitrust, securities, labor and employment, consumer and government enforcement matters. Kroll has provided class action services in over 3,000 settlements varying in size and complexity over the past 50 years.

3. Kroll is prepared to provide a full complement of notification and claims administration services in connection with the certain Class Action Settlement Agreement and

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Settlement Agreement (as defined below).

Release (the “Settlement Agreement”) entered into in this Litigation, including disseminating notice of the Settlement by email, online banner advertisements and through the use of a Settlement Website to be created in connection with this matter.

4. It is Kroll’s understanding that it will be provided with a list of Settlement Class Members covered under the Settlement Agreement, and the Settlement Class Member list is to contain a combination of names, email addresses, and other data elements pertinent to the administration of the Settlement.

CAFA Notice

5. On behalf of the Defendant, Kroll will provide notice of the proposed Settlement pursuant to the Class Action Fairness Act, 28 U.S.C. §1715(b) (“the CAFA Notice”). At Defendant’s Counsel’s direction, Kroll will send the CAFA Notice containing access to certain documents relating to the Settlement via first-class certified mail to (a) the Attorney General of the United States and (b) to the state Attorneys General that will be identified on the service list for the CAFA Notice. The CAFA Notice will direct the recipients to the website www.CAFANotice.com, a site that contains all the documents relating to the Settlement referenced in the CAFA Notice.

Email Notice

6. In preparation for disseminating Email Notice, Kroll will work with Class Counsel and Defendant’s Counsel (collectively, “Counsel”) to finalize the language for the Email Notice. Once the Email Notice is approved, Kroll will create an Email Notice template in preparation for the email campaign. Kroll will prepare a file with all Settlement Class Member email addresses and upload the file to an email campaign platform. Kroll will prepare email proofs for Counsel’s review and final approval. The proofs/test emails for approval will include the body of the email and subject line. Once the proofs/test emails are approved, the email campaign will begin as directed in the Settlement Agreement and Preliminary Approval Order.

7. Kroll will track and monitor emails that are rejected or “bounced back” as undeliverable. At the conclusion of the email campaign, Kroll will provide a report with the email

delivery status of each record. The report will include the number of records that had a successful Email Notice delivery, and a count of the records where delivery failed. Kroll will also update its administration database with the appropriate status of the email campaign for each of the Settlement Class Member records.

Publication Notice

8. Kroll will work with Counsel to develop and implement an online banner advertising campaign. Kroll will prepare the online banners ads for Counsel's review and approval. Once the banner ads are approved, Kroll will begin the Publication Notice as directed in the Settlement Agreement and Preliminary Approval Order.

Settlement Website

9. Kroll will work with Counsel to create a dedicated Settlement Website. The Settlement Website URL will be determined and approved by Counsel. The Settlement Website will contain a summary of the Settlement, will allow Settlement Class Members to contact the Settlement Administrator with any questions or changes of address, provide notice of important dates such as the Final Approval Hearing, Claim Deadline, Objection Deadline, and Opt-Out Date, and provide Settlement Class Members who file Claim Forms online the opportunity to select an electronic payment method, including Venmo, Zelle, Paypal, ACH, or payment by check. The Settlement Website will also contain relevant case documents including the Complaint, Settlement Agreement, Email Notice, Long-Form Notice, and Claim Form, among other items as approved by Counsel.

Toll-Free Telephone Number

10. It is Kroll's understanding that we will also establish a toll-free telephone number for the Settlement. The toll-free telephone number will allow Settlement Class Members to call and obtain information about the Settlement through an Interactive Voice Response ("IVR") system and a live operator option. Settlement Class Members may also request copies of the Long-Form Notice and paper Claim Form, as well as the Settlement Agreement, through the toll-free telephone number.

Post Office Box

11. Kroll will designate a post office box with the mailing address *Hodges et al. v. GoodRx Holdings, Inc.*, c/o Kroll Settlement Administration LLC, PO Box ####, New York, NY #####-####, in order to receive Requests for Exclusion, Claim Forms, and correspondence from Settlement Class Members.

Administration Cost

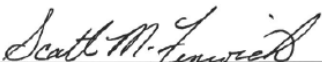
12. Based on Kroll's current understanding of the Settlement Class size and requested settlement administration services, estimated Notice and Settlement Administration Costs are approximately \$620,000 for fees, costs and other expenses incurred for notice and administration pursuant to the Settlement Agreement. The current estimate is subject to change depending on factors such as the actual Settlement Class size and/or any notice or administration scope change not currently under consideration.

Estimated Settlement Class Member Payments

13. It is Kroll's understanding the estimated Settlement Class size is 16.7 million Persons. It is also estimated that the Net Settlement Fund will be \$7,805,000, following payment of Attorneys' Fees and Expenses Award of \$4,575,000 and payment of Notice and Settlement Administration Costs of \$620,000 from the \$13,000,000 Settlement Fund. Based on the preceding, Settlement Class Member payments are estimated to be as follows depending on the claims rate:

- Assuming 501,000 (3%) claims filed: Estimated payment is \$15.58/claimant
- Assuming 835,000 (5%) claims filed: Estimated payment is \$9.35/claimant

I declare under penalty of perjury under the laws of the United States that the above is true and correct to the best of my knowledge and that this declaration was executed on October 27, 2023, in Inver Grove Heights, Minnesota.


Scott M. Fenwick